

## **EXHIBIT C**

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

HERITAGE REALTY MANAGEMENT,  
INC.,

Plaintiff

v.

JOHN ALLIN d/b/a ALLIN COMPANIES,  
Defendant-Third Party Plaintiff

v.

SYMBIOT BUSINESS GROUP, INC. and  
SYMBIOT SNOW MANAGEMENT  
NETWORK, LLC,  
Third Party Defendants

Case No. CA 04-333 ERIE

Judge Sean McLaughlin

**AFFIDAVIT OF DOUG HAYMORE**

STATE OF UTAH

COUNTY OF SALT LAKE

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ss.

1. I, Doug Haymore, am an adult individual, and I am the General Counsel of Symbiot Business Group, Inc. and Symbiot Snow Management Network, LLC. I am authorized to make this Affidavit on behalf of Symbiot Business Group, Inc. and Symbiot Snow Management Network, LLC and I testify to the following facts from my personal knowledge or from the books and records of Symbiot Business Group, Inc. and Symbiot Snow Management Network, LLC. Said books and records are kept in the ordinary course of business, are true and correct in that they reflect the facts hereafter testified to. The keeping of said books and records is under my care or supervision or I have had opportunity to inspect said books.

2. At all times during the negotiations between Symbiot Business Group, Inc. and Symbiot Snow Management Network, LLC (collectively "Symbiot") and John Allin (Allin) which

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culminated in the Asset Purchase Agreement dated November 3, 2004 (the "APA") and the closing thereon conducted on November 22, 2004, John Allin was represented by attorney Cathy B. Horton of the Cleveland, Ohio office of the law firm of Roetzel & Andress.

3. At all times during the negotiations between Symbiot and Allin which culminated in the APA and the closing thereon conducted on November 22, 2004, Symbiot was represented by attorney Bryan T. Allen of the Salt Lake City, Utah, office of the law firm of Stoel Rives LLP .

4. The terms of the APA were negotiated between Allin's counsel and Symbiot's counsel.

5. After the APA was executed, Symbiot became aware of the lawsuit Heritage Realty Management, Inc. (Heritage) commenced against Allin in the United States District Court for the Western District of Pennsylvania.

6. After the APA was executed and Symbiot became aware of the lawsuit Heritage commenced against Allin in the United States District Court for the Western District of Pennsylvania, Allin and Symbiot, through their respective counsel, negotiated the terms of the three page "Letter Agreement" dated November 22, 2004 which addresses, among other things, the Heritage v. Allin litigation.

7. The closing on the APA occurred on November 22, 2004.

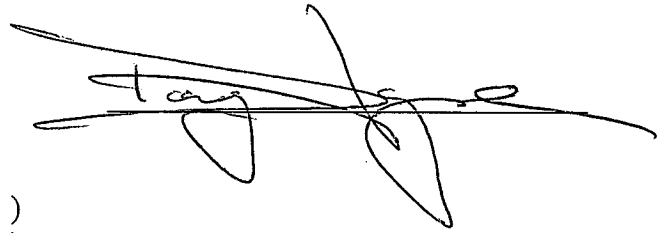
8. The Letter Agreement was executed on the same day as the closing of the APA, November 22, 2004.

9. Pursuant to the APA, Allin became an employee, Vice President of Operations of Symbiot Snow Management Network, LLC, of Symbiot (although he is no longer employed by Symbiot).

10. It was the intention and understanding of Symbiot that the Letter Agreement was an amendment of the APA and addressed matters that had arisen between the date the APA was executed and the date of the closing and which were not specifically addressed in the APA.

11. It was the intention and understanding of Symbiot that if there was a conflict between the terms of the APA and the terms of the Letter Agreement, then the Letter Agreement would control, but in all other respects the terms of the APA, including paragraph 10(o) of the APA, which did not conflict with the terms of the Letter Agreement, applied to the Letter Agreement.

The foregoing statements are true and correct to the best of my knowledge, information and belief.



STATE OF UTAH

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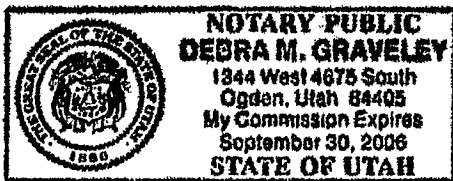
ss.

COUNTY OF SALT LAKE

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On this, the 23 day of MAY, 2006, before me, the undersigned, personally appeared Doug Haymore known to me (or satisfactorily proven) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged that he/she/they executed the same for the purpose therein contained.

In witness whereof, I hereunto set my hand and official seal.



  
Notary Public